

EXHIBIT H

[Proposed Order]

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
: In re : Chapter 11
: :
: DPH HOLDINGS CORP., *et al.*, : Case No. 05-44481 (RDD)
: :
: Reorganized Debtors. : (Jointly Administered)
: :
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**ORDER ENFORCING MODIFIED PLAN
AND PLAN MODIFICATION ORDER**

This matter coming before the Court on the Motion of General Motors LLC (f/k/a General Motors Company) to Enforce Modified Plan and Plan Modification Order (the "Motion"),¹ filed by General Motors LLC f/k/a General Motors Company ("New GM"); the Court having reviewed the Motion and having considered the statements of counsel and the evidence adduced with respect to the Motion at a hearing before the Court (the "Hearing"); the Court finding that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (iii) notice of the Motion and the Hearing was sufficient under the circumstances and (iv) the Salaried Plaintiffs' pursuit of the Michigan Civil Action against New GM constitutes a knowing and intentional violation of the Modified Plan and the Plan Modification Order; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

¹ Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

2. The Salaried Plaintiffs shall immediately cease and desist from any further prosecution of the Michigan Civil Action against New GM, or any similar litigation or proceeding in any forum. The Salaried Plaintiffs shall immediately dismiss New GM from the Michigan Civil Action with prejudice.

3. Any further prosecution of the Michigan Civil Action against New GM, or any similar litigation or proceeding in any forum, shall constitute contempt of this Court.

4. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: _____, 2010
White Plains, New York

UNITED STATES BANKRUPTCY JUDGE